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Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re	:	Chapter 11
CHARTER COMMUNICATIONS, INC., et al.,	:	Case No. 09-11435(JMP)
	:	Jointly Administered
Debtors.	:	

**STATEMENT OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS IN SUPPORT OF CONFIRMATION OF DEBTORS' JOINT PLAN OF  
REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

The Official Committee of Unsecured Creditors of Charter Communications, Inc., *et al.* (the "Committee"), by and through its undersigned counsel, hereby files this statement (the "Statement") in support of confirmation of the Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code. In support of the Statement, the Committee respectfully represents as follows:

**Background**

1. On March 27, 2009, Charter Communications, Inc. and certain of its direct and indirect subsidiaries (collectively, the "Debtors") filed with this Court voluntary petitions for

relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On April 10, 2009, the Office of the United States Trustee for the Southern District of New York (the “US Trustee”) appointed the Committee. On April 23, 2009, the US Trustee appointed an additional member of the Committee, and the Committee currently consists of four members: (i) UMB Bank, NA, as Indenture Trustee; (ii) The Bank of NY Mellon Trust Company, N.A., as Indenture Trustee; (iii) Bank of Oklahoma, as Indenture Trustee; and (iv) HSBC Bank USA, N.A., as Indenture Trustee. On May 21, 2009, this Court entered an Order Authorizing the Official Committee of Unsecured Creditors to Retain and Employ Ropes & Gray LLP as Counsel, *nunc pro tunc* to April 15, 2009.

3. On the Petition Date, the Debtors filed the Debtors’ Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (as amended, the “Plan”)<sup>1</sup> and a Disclosure Statement. By Order dated May 7, 2009, the Bankruptcy Court (i) approved the Disclosure Statement; (ii) authorized the Debtors to solicit votes on the Plan; and (iii) scheduled the hearing (the “Confirmation Hearing”) to consider confirmation of the Plan for July 20, 2009.

4. On July 16, 2009, the Debtors filed the Reorganizing Debtors’ Memorandum of Law (A) in Support of Confirmation of the Debtors’ Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code and (B) in Response to Objections Thereto (the “Confirmation Brief”) [Docket No. 634], in which the Debtors (i) submit that the Plan fully

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<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

satisfies the applicable confirmation requirements of the Bankruptcy Code, and (ii) address the outstanding objections to confirmation of the Plan.

**Statement in Support**

5. Based on its analysis of the overall benefit provided by the Plan to the Debtors' unsecured creditors, and for the reasons set forth in the Confirmation Brief, the Committee supports the Plan. Accordingly, the Committee respectfully requests that the Bankruptcy Court confirm the Plan.

**Reservation of Rights**

6. The Committee reserves the right to amend or supplement this Statement and to make additional arguments at the Confirmation Hearing.

Dated: New York, New York  
July 16, 2009

ROPES & GRAY LLP

By: /s/ Mark R. Somerstein  
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